

UNION PACIFIC RAILROAD COMPANY

345 PARK AVENUE



NEW YORK, N.Y. 10022

KENDOR P. JONES
ASSISTANT EASTERN GENERAL COUNSEL

September 19, 1977

RECORDATION NO. 6952-A Filed & recorded

SEP 22 1977-10

INTERSTATE COMMERCE COMMISSION

SEP 22 10 24 AM '77
I.C.C.
FEE OPERATION BR.

RECEIVED

Hon. H. G. Homme, Jr.,
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Equipment Trust Agreement, dated
as of March 1, 1973, between
Morgan Guaranty Trust Company
of New York, and Union Pacific
Railroad Company, Recordation
No. 6952

Dear Sir:

I enclose herewith five executed counterparts
of a First Supplemental Agreement, dated as of September 1,
1977, between Morgan Guaranty Trust Company of New York,
Trustee, and Union Pacific Railroad Company, amending and
supplementing the above-captioned Equipment Trust Agreement
between the parties.

After filing and recordation, Nos. 1 through 3
of the enclosed counterparts should be returned to Kendor P.
Jones, Esq., Assistant Eastern General Counsel, Union
Pacific Railroad Company, 345 Park Avenue, New York, New
York 10022, or given to the bearer of this letter.

The fee of \$10.00 for filing and recordation
is enclosed herewith.

7-265A090

100

SEP 22 1977

Date
3

KPJ:aw
Enclosures

Very truly yours,

Kendor P. Jones

Washington, D. C.

Paul Snyder
Kendor P. Jones

EXECUTED COUNTERPART No. 5

RECORDATION NO. 6952 A Filed & Recorded

FIRST SUPPLEMENTAL AGREEMENT, DATED AS OF SEPTEMBER 1, 1977, SEP 22 1977-10 30 AM
BETWEEN MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE, AND INTERSTATE COMMERCE COMMISSION
UNION PACIFIC RAILROAD COMPANY

This FIRST SUPPLEMENTAL AGREEMENT, dated as of September 1, 1977, between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York trust company, as Trustee (hereinafter called the Trustee), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the Company):

WITNESSETH:

WHEREAS, the Trustee and the Company have heretofore entered into an Equipment Trust Agreement, dated as of March 1, 1973 (hereinafter called the Agreement), which was filed and recorded pursuant to Section 20c of the Interstate Commerce Act on March 7, 1973, and assigned Recordation No. 6952, and pursuant to which the Trustee has issued \$14,400,000 aggregate principal amount of Union Pacific Equipment Trust No. 2 of 1973 Equipment Trust Certificates (hereinafter called the Trust Certificates); and

WHEREAS, Section 8.4 of the Agreement provides that the Company and the Trustee without the consent of the holders of the Trust Certificates then outstanding may from time to time and at any time enter into an agreement or agreements supplemental to the Agreement for the purpose of making any provisions in regard to matters or questions arising under

the Agreement as shall not adversely affect the interests of the holders of the Trust Certificates then outstanding or the rights, duties or immunities of the Trustee; and

WHEREAS, the Company and the Trustee desire to execute and deliver this First Supplemental Agreement for the purpose of amending the Description of Trust Equipment (hereinafter called the Description of Trust Equipment) set forth as Schedule A thereto, and such amendment will not adversely affect the interests of the holders of the Trust Certificates now outstanding or the rights, duties, or immunities of the Trustee;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree that the Agreement be, and it hereby is, amended as follows:

1. There is hereby deleted from the Description of Trust Equipment the following reference:

10 3000-HP SD-40-2 Diesel-electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP-3233 to UP-3242, both inclu-
sive.....\$337,575 \$ 3,375,750

2. There is hereby inserted in the Description of Trust Equipment the following reference:

10 3000-HP SD-40-2 Diesel electric
road freight locomotives, General
Motors Corporation (Electro-Motive
Division), builder, to be numbered
UP 3233 to UP 3239, both inclusive,
and UP 8000 to UP 8002, both inclu-
sive.....\$337,575 \$ 3,375,750

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, as Trustee

(SEAL)

By: 

Trust Officer

ATTEST:


Assistant Trust Officer

UNION PACIFIC RAILROAD COMPANY

(SEAL)

By: 

Vice President-Finance

ATTEST:


ASSISTANT Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 13th day of September, 1977, before me personally appeared P. J. CROOKS, to me known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sue Scalcione
Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

SUE SCALCIONE
NOTARY PUBLIC, State of New York
No. 31-4649545
Qualified in New York County
Commission Expires March 30, 1979

On this 1st day of September, 1977, before me personally appeared W. F. SURETTE, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of the said corporation, that said instrument was signed and sealed on behalf of the said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Eileen A. Maloney
Notary Public
EILEEN A. MALONEY
Notary Public, State of New York
No. 41-7685305 Queens County
Certificate filed in New York County
Term Expires March 30, 1978